

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

**SUITE 750**

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

April 28, 1995

Recordation No. 18956-E

Dear Mr. Williams:

On behalf of Helm Pacific Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Assignment Agreement (“Assignment”) dated April 28, 1995.

The parties to the enclosed Assignment are:

Helm Pacific Corporation - ASSIGNOR  
Suite 3500  
One Embarcadero Center  
San Francisco, CA 94111

The CIT Group/Equipment                    -       ASSIGNEE  
Financing, Inc.  
21st Floor  
1211 Avenue of the Americas  
New York, NY 10036

The said Assignment acts to assign all right, title and interest of the Assignor in and to that certain Lease of Railroad Equipment, a Memorandum of which and amendment thereto filed and recorded with the Interstate Commerce Commission under Recordation No. 18956 and 18956-A respectively and the Assignment should be recorded under the next available letter under Recordation No. 18956, which we believe is -E.

The equipment covered by the enclosed Assignment is all the equipment covered in the aforesaid Lease of Railroad Equipment, namely 309 covered hopper cars as identified therein.

A short summary of the Assignment to appear in the ICC Index is as follows:

“Assigns in toto Lessors interest in the above lease.”

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

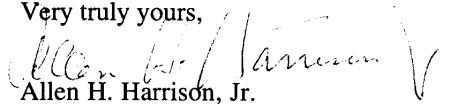
Overseers - C. Harrison

Please also index in the "Vendee" Index Book ("white pages") the Assignment, (saying, "See Recordation No. 18956-E"), under the name of the Assignee therein, namely under:

The CIT/Equipment Financing, Inc.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Helm Pacific Corporation  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
BY HAND  
8360-020



Interstate Commerce Commission  
Washington, D.C. 20423-0001

4/28/95

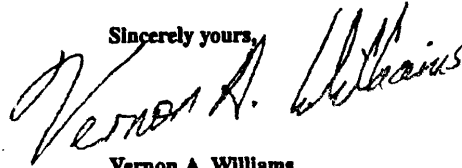
Office Of The Secretary

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/28/95 at 3:25PM, and assigned recordation number(s). 18956-E.

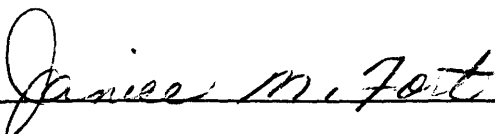
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18956-E  
REGISTRATION NO. FILED 1995

APR 27 1995 8 PM

**ASSIGNMENT AGREEMENT**

THIS ASSIGNMENT AGREEMENT ("Assignment") is made as of April 28, 1995 by HELM PACIFIC CORPORATION, a California corporation (the "Lessor"), for the benefit of THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("CIT").

WHEREAS, Lessor has executed a Bill of Sale, dated April 28, 1995, providing for the sale to CIT of three hundred nine (309) covered hopper railcars (hereinafter called the "Unit(s)"), and

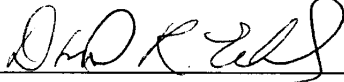
WHEREAS, Lessor and the Norfolk Southern Railway Company ("Lessee") are parties to the Lease of Railroad Equipment dated as of May 9, 1994, as amended (the "Lease"), pursuant to which the Units were leased by Lessor to Lessee,

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

Lessor hereby assigns, transfers and sets over to CIT all its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of Lessor thereunder.

IN WITNESS WHEREOF, Lessor has executed this Assignment as of the date first above written.

HELM PACIFIC CORPORATION

By: 

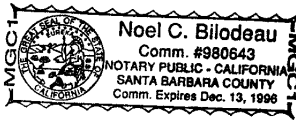
Title: President

STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On April 28, 1995, before me, Noel C. Bilodeau,  
personally appeared David R. Eckles, President of **HELM PACIFIC  
CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.



Witness my hand and official seal.

Noel C. Bilodeau  
SIGNATURE OF THE NOTARY